**VCP: Annual Corporate Governance Report 2023**

On January 29, 2024, Vinaconex Power Development and Construction Investment Joint Stock Company announced Report No. 09/2024/BC-VCP on the corporate governance as follows:

* Name of public company: Vinaconex Power Development and Construction Investment Joint Stock Company
* Head office address: 19th floor, Vinaconex Building, No. 34 Lang Ha Street, Dong Da District, Hanoi
* Tel: 024.62699988 Fax: 024.62699977
* Email: [vanthu@vcpholdings.com.vn](mailto:vanthu@vcpholdings.com.vn)
* Charter capital: VND 837,896,580,000
* Securities code: VCP
* Exchange: UPCOM

1. Activities of the General Meeting:
2. Information about the Annual General Meeting 2023:

The General Meeting organized the Annual Meeting of Shareholders on May 26, 2023 and announced the General Mandate with the following main contents:

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 | Annual General Mandate 2023 No. 01/2023/NQ- DHDCD/ | Dated May 26, 2023 | * Approve the Board of Directors' Report No. 01/2023/BC-HDQT dated April 27, 2023, on the production and business situation in 2022 and the business and production plan for 2023. * Approve the Report No. 02/2023/BC-HDQT dated April 27, 2023 on the activities of the Board of Directors for the year 2022 and the tasks and work plan for 2023. * Approve the Report No. 03/2023/BC-BKS dated April 27, 2023 on the activities of the Supervisory Board for the year 2022, and the Activity Plan for 2023. * Approve the Audited Financial Statements 2022 of the Company. * Approve on authorizing the Board of Directors to select an independent audit company to audit the financial statements for the year 2023 by VCP Power & Construction JSC under Proposal No. 01/2023/TTr-BKS dated April 27, 2023 by the Company’s Supervisory Board. * Approve the amendments and additions to the Charter of Organization and Operation of VCP Construction and Energy Joint Stock Company under Proposal No. 01/2023/TTr-HDQT dated April 27, 2023 by the Board of Directors. * Approve the results of the payment of remuneration to the Board of Directors, Supervisory Board for the year 2022, and the remuneration plan for the Board of Directors, Supervisory Board for the year 2023 under Proposal No. 02/2023/TTr-HDQT dated April 27, 2023, by the Board of Directors. * Approve the distribution of profits after tax for the fiscal year 2022 under Proposal No. 03/2023/TTr-HDQT dated April 27, 2023 by the Board of Directors. * Approve the plan to transfer the VCP share trading registration from the UPCOM Exchange to listing on the Hochiminh Stock Exchange (HOSE) under Proposal No. 04/2023/TTr-HDQT dated April 27, 2023 by the Company's Board of Directors. * Approve on authorizing the Board of Directors to approve/decide on VCP's capital raising transactions for the year 2023 under Proposal No. 06/2023/TTr-HDQT dated April 27, 2023 by the Board of Directors. * The dismissal and supplementary election of members to the Board of Directors/Supervisory Board for the remaining term of 2019-2024 |

1. Board of Directors (Annual Report 2023)
2. Information about members of the Board of Directors

Total number of meetings in 2023: 04 meetings

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | Number of Board of Directors meetings attended | Attendance rate | Reason for not attending |
| Term 2019-2024 | | | | | | |
| 1 | Mr. Vu Ngoc Tu | Chair of the Board of Directors | Appointed on February 20, 2020 | 4/4 | 100% |  |
| 2 | Mr. Pham Van Minh | Vice Chair of the Board of Directors | Appointed on July 16, 2020 | 4/4 | 100% |  |
| 3 | Mr. Trinh Quoc Binh | Member of the Board of Directors | Dismissed from May 26, 2023 | 2/4 | 50% | Dismissed from May 26, 2023 |
| 4 | Mr. Trinh Nguyen  Khanh | Member of the Board of Directors | Appointed on July 16, 2020 | 4/4 | 100% |  |
| 5 | Ms. Nguyen Thi Ha Ninh | Member of the Board of Directors | Appointed on April 22, 2021 | 4/4 | 100% |  |
| 6 | Mr. Nguyen Viet Tien | Member of the Board of Directors | Appointed on May 26, 2023 | 3/4 | 75% | Appointed from  May 26, 2023 |

1. Board Resolutions/Board Decisions (Report of 2023)

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | No. 01/NQ-HDQT | March 02, 2023 | Extend the time to organize the General Meeting 2023 |
| 2 | No. 01/2023/NQ-DHDCD | May 26, 2023 | Annual General Mandate 2023 |
| 3 | No. 02/2023/NQ-HDQT | June 30, 2023 | Agree on the guarantee loan for Sai Gon Machinery Spare Parts JSC at Vietnam Joint Stock Commercial Bank For Industry And Trade - Lang Son Branch. |
| 4 | No. 02A/2023/NQ-HDQT | July 28, 2023 | Approve on leasing office space at headquarters 34 Lang Ha. |
| 5 | No. 03/2023/NQ-HDQT | August 10, 2023 | Approve the plan to repurchase bonds before the maturity |
| 6 | No. 04/2023/NQ-HDQT | August 29, 2023 | Approve the plan to repurchase bonds before maturity. |
| 7 | No. 05/2023/NQ-HDQT | August 29, 2023 | Approve the plan to repurchase bonds before maturity. |
| 8 | No. 06/2023/NQ-HDQT | September 04, 2023 | Approve the plan to repurchase bonds before maturity. |
| 9 | No. 08/2023/NQ-HDQT | September 26, 2023 | Approve the plan to repurchase bonds before maturity. |
| 10 | No. 10/2023/NQ-HDQT | September 15, 2023 | Approve the loan and credit guarantee at MB Bank - Dien Bien Phu Branch. |
| 11 | No. 11/2023/NQ-HDQT | November 27, 2023 | Convene the Extraordinary General Meeting 2023. |
| 12 | No. 12/2023/NQ-HDQT | December 29, 2023 | Approve the contract for water supply from irrigation project Cua Dat reservoir for electricity generation in 2024. |

1. Supervisory Board in 2023:
2. Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member | Position | Date of appointment/dismissal as member of the Supervisory Board | Number of meetings attended by the Supervisory Board. | Attendance rate | Reason for absence |
| 1 | Dinh Thi Hanh | Chief of the Supervisory Board | Appointed on July 16, 2020 | 4/4 | 100% |  |
| 2 | Nguyen Ho Ngoc | Member of the Supervisory Board | Appointed on July 16, 2020 | 4/4 | 100% |  |
| 3 | Pham Thi Thu Phuong | Member of the Supervisory Board | Dismissed from May 26, 2023 | 2/4 | 50% | Dismissed from May 26, 2023 |
| 4 | Bui Hai Yen | Member of the Supervisory Board | Appointed on May 26, 2023 | 3/4 | 75% | Appointed on May 26, 2023 |

1. Training on corporate governance
2. List of related persons of the public company as prescribed in Clause 34, Article 6 of the Securities Law and transactions of related persons of the Company with the Company itself
3. Changes in the list of related persons of public company as prescribed at Clause 34 Article 6 of Law on Securities (List as above)
4. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\* , Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Amount and share holding rate after transactions | Note |
| 1 | Do Hoang Duong | Principal shareholder; |  | Vietnam | February 06, 2023 |  | 4,403,417 (5.26%) | Shares purchase |
| 2 | Vu Tuan Cuong | Principal shareholder; |  | Vietnam | February 28, 2023 |  | 4,581,265 (5.47%) | Sell shares |
| 3 | Le Quoc Huong | Principal shareholder; |  | Vietnam | March 02, 2023 |  | 4,995,000 (5.96%) | Shares purchase |
| 4 | Do Tuan Anh | Principal shareholder; |  | Vietnam | March 20, 2023 |  | 5,029,780 (6%) | Shares purchase |
| 5 | Do Hoang Duong | Principal shareholder; |  | Vietnam | June 15, 2023 |  | 3,577,417 (4.27%) | Sell shares |
| 6 | Le Quoc Huong | Principal shareholder; |  | Vietnam | August 09, 2023 |  | 3,645,277 (4.35%) | Sell shares |
| 7 | Do Tuan Anh | Principal shareholder; |  | Vietnam | August 14, 2023 |  | 6,554,780 (7.82%) | Shares purchase |
| 8 | Vu Tuan Cuong | Principal shareholder; |  | Vietnam | September 14, 2023 |  | 3,813,365 (4.55%) | Sell shares |
| 9 | Do Tuan Anh | Principal shareholder; |  | Vietnam | December 18, 2023 |  | 7,280,780 (8.69%) | Shares purchase |

1. Transactions between PDMR of the listed company, related persons of PDMR and subsidiaries or companies controlled by the listed company: None
2. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board or Managing Director have been founding members or members of the Board of Directors and Managing Director for the past 03 years (as at the date of reporting):

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No.\* , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | Resolution/Contract No. (if any) | Content, quantity, total value of transaction | Note |
| 1 | Sai Gon Machinery Spare Parts JSC | Subsidiary | 0300542187 | No. 205A Nguyen Xi Street, Ward 26, Binh Thanh District, Ho Chi Minh City | June 30, 2023 | 10/03.2021 /HDTV-VCP-SMA dated March 10, 2021 | Total value of management and operation activities at Dak Glun factory: VND 210,000,000 |  |
| January 04, 2023 | 01/2023/HDTD-VCP | VCP lending: VND 5,400,000,000 |  |
| September 14, 2023.  September 22, 2023.  December 14, 2023.  December 22, 2023 | 13SMA; 14SMA; 13PL01 SMA; 14PL01 SMA | VCP borrowing: VND 32,000,000,000 |  |
| Q3+Q4/2023 | 10/03.2021 /HDTV-VCP-SMA dated March 10, 2021 | Total value of management and operation activities at Dak Glun factory: VND 163,090,910 |  |
| 2 | Xuan Minh Hydro Power Joint Stock Company | Subsidiary | 2802200078 | Floor 2, Hydroelectric Project Management Area, Trung Chinh Hamlet, Thuong Xuan Town, Thanh Hoa Province | Q1+Q2/2023 | 01/2021/H DTVP/VCP-XM dated June 30, 2021 | Total value of office leasing: VND 165,000,000 |  |
| Q1+Q2/2023 | 14/2022/H DKT-XM-VCP dated December 30, 2022 | Total value of line hire contract: VND 617,771,220 |  |
| Q3+Q4/2023 | 01/2021/H DTVP/VCP-XM dated June 30, 2021 | Total value of office leasing: VND 162,000,000 |  |
| Q3+Q4/2023 | 14/2022/H DKT-XM-VCP dated December 30, 2022 | Total value of line hire contract: VND 1,095,882,432 |  |
| 3 | Nam La Hydroelectric Joint Stock Company | Subsidiary | 5500290578 | 144 Truong Chinh Street, Son La City | April 25, 2022.  December 22, 2022.  March 07, 2023 | 14; 74;16 | VCP lending: VND 3,500,000,000 |  |
| 4 | VCP Electromechanical Joint Stock Company | Subsidiary | 0109298049 | Floor 19 - Vinaconex Building No. 34 Lang Ha Street, Dong Da District, Hanoi | Q1+Q2/2023 | 11/2022/HDKT-VCP-VCPME dated December 30, 2022 | Total value of maintenance and repair activities: VND 2,425,500,000 |  |
| Q3+Q4/2023 | 11/2022/HDKT-VCP-VCPME dated December 30, 2022 | Total value of maintenance and repair activities: VND 2,381,400,000 |  |
| Q3+Q4/2023 | 02/2023/HDKT-VCP-VCPME | Total value of minor maintenance activities for machine block H1-T1, H2-T2: VND 1,096,200,000 |  |
| 5 | Dak Robaye Hydropower Limited Liability Company | Subsidiary | 6101210389 | Mang Den Hamlet, Mang Den Town, Kon Plong District, Kon Tum Province, Vietnam | Q1+Q2/2023 | Office leasing contract | Total value: VND 148,004,010 |  |
| Q3+Q4/2023 | Office leasing contract | Total value: VND 145,313,028 |  |
| Q3/2023 | 01/2023/H DDT/DRB-VCP dated April 14, 2023 | Total value of construction management: VND 515,454,545 |  |
| Q4/2023 | 2004/2020/ HD/DRB-SDHB dated April 20, 2020 | Total value of construction supervision: VND 384,303,004 |  |
| Q4/2023 | 05/2023/DRB-VCP dated August 29, 2023 | Total value of construction: VND 956,184,010 |  |
| December 16, 2022 | 2 | VCP lending:  VND 1,000,000,000 |  |
| October 02, 2023.  October 04, 2023.  October 04, 2023.  October 04, 2023.  October 04, 2023.  October 02, 2023 | 08; 09; 10;  01-09; 02-  09;01-08 | VCP borrowing:  VND 120,925,000,000 |  |
| 6 | Dak Lo 4 Power Company Limited | Subsidiary | 6101256048 | Mang Den Hamlet, Mang Den Town, Kon Plong District, Kon Tum Province | September 07, 2023;  October 04, 2023  October 04, 2023 | 33; 06; 06PL01 | VCP borrowing: VND 174,310,000,000 |  |
| 7 | Dak Lo 1-3 Power Company Limited | Subsidiary | 6101262002 | Mang Den Hamlet, Mang Den Town, Kon Plong District, Kon Tum Province, Vietnam. | December 08, 2023.  December 21, 2023.  December 29, 2023 | 51; 56; 63 | VCP borrowing: VND 8,500,000,000 |  |
| 8 | Thac Ba Hydro Power Factory Company Limited | Subsidiary | 3401133034 | No. 30 Nguyen Binh Khiem Street, Phu Thuy Ward, Phan Thiet City, Binh Thuan Province, Vietnam | Q1+Q2/2023 | Office leasing contract | Total value: VND 131,559,120 |  |
| Q3+Q4/2023 | Office leasing contract | Total value: VND 129,167,136 |  |
| September 07, 2023.  October 04, 2023.  October 04, 2023 | 01; 02; 03 | VCP borrowing: VND 250,500,000,000 |  |

* 1. Transactions between the Company and the companies where related persons of members of the Board of Directors, members of the Supervisory Board and Managing Director who are members of the Board of Directors or Managing Director None
  2. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, members of the Supervisory Board and Managing Director: None

1. Share transactions of PDMR and related persons of PDMR:
2. Transactions of PDMR and persons related to the listed company’s shares: None
3. Other significant issues: None.